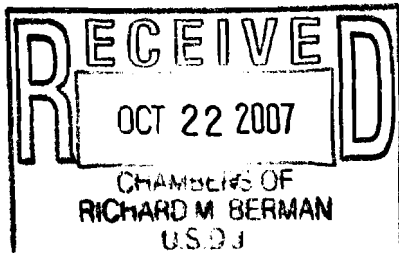


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MEMO ENDORSED



BY HAND DELIVERY:

Hon. Richard M. Berman
United States District Court
Southern District of New York
500 Pearl Street, Room 650
New York, NY 10007-1312

Re: Burberry Limited (UK), et al. v. Wolff Shoe Company
Docket No. 07 CV 8456 (RMB)(KNF)
Request for Pre-Motion Conference

SO ORDERED:
Date: 10/22/07 Richard M. Berman
Richard M. Berman, U.S.D.J.

Dear Judge Berman:

Pursuant to your individual practices, Defendant Wolff Shoe Company ("Wolff Shoe") requests a pre-motion conference in anticipation of Wolff Shoe filing a Motion to Stay in lieu of its first responsive pleading to Plaintiff's Complaint, which is currently due on October 22, 2007. The basis for Wolff Shoe's anticipated motion is as follows:

On September 25, 2007, Wolff Shoe filed an action in the United States District Court, Eastern District of Missouri against Burberry Limited (U.S.) and Burberry Limited (U.K.) (hereinafter collectively "Burberry") seeking a declaratory judgment of non-infringement as to Burberry's trademarks and damages for unfair competition. On September 28, 2007, Burberry filed this instant action against Wolff Shoe alleging federal and state law counts such as trade dress infringement, dilution, deceptive acts and practices, and unfair competition. Both cases arise out of the same set of underlying facts and involve substantially-overlapping issues. Federal authority is clear that the two such similar federal actions will not continue along parallel paths.

The Second Circuit holds that the District Court in which the first-filed case was filed decides whether the first-filed rule or any exceptions to the first-filed rule apply. See, e.g. *Reliance Insurance Co. v. Six Star, Inc.*, 155 F.Supp.2d 49, 52 (S.D.N.Y. 2001), see also *Citigroup, Inc., v. City Holding Company*, 97 F. Supp.2d 549 (S.D.N.Y. 2000).

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In the action brought by Wolff Shoe, which is currently pending in the United States District Court in the Eastern District of Missouri, Burberry filed a Motion to Dismiss or Stay Plaintiff's Complaint or in the Alternative, to Transfer Venue on October 11, 2007 (a copy of Burberry's Motion and supporting Memorandum without exhibits is attached as Exhibits A and B). In its Motion, Burberry requests that the District Court in the Eastern District of Missouri dismiss or stay Wolff Shoe's parallel action on the basis that compelling circumstances suggest an abrogation of the first-filed rule. Should the District Court in the Eastern District of Missouri conclude that the first-filed rule applies, Burberry alternatively requests that the District Court transfer the action to this Court pursuant to 28 U.S.C. §1404(a). Wolff Shoe anticipates filing a Motion to Stay asking this Court to stay the instant matter until the United States District Court for the Eastern District of Missouri rules on Burberry's Motion.

Sincerely,

ROBERT W. PIKEN

RWP/es
Enclosure
cc: Arnold & Porter